

GLOBAL NOTES TO DEBTOR'S SCHEDULES AND STATEMENT OF FINANCIAL AFFAIRS

Professional Veterinary Products, Ltd. (the "Debtor") submits its Schedules of Assets and Liabilities (the "Schedules") and Statement of Financial Affairs (the "SOFA") pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007.

The Schedules and SOFA prepared by the Debtor are unaudited and were prepared from a variety of different sources available to the Debtor and with such data to provide a cut-off as near as possible to the petition date. The Schedules and SOFA remain subject to further review and verification by the Debtor. Subsequent information may result in material changes in financial and other data included in the Schedules and SOFA. The Debtor has used its best efforts to compile the information set forth in the Schedules and SOFA from its books and records maintained in the ordinary course of business. While Debtor's management has exercised its reasonable best efforts to ensure that the Schedules and SOFA are accurate and complete based on the information that was available at the time of preparation, inadvertent errors or omissions may exist and/or the subsequent receipt of information may warrant amendment of the same. Accordingly, the Debtor reserves the right to amend or supplement the Schedules and SOFA from time to time as may be necessary or appropriate as information becomes available.

In addition to the foregoing, the Debtor makes the following notes:

Schedule E

The Debtor has included numerous taxing authorities on Schedule E who the Debtor believes a tax has accrued to as of the petition date, though the tax is not yet due and though the amount of the tax accrued as of the petition date is unknown.

The Debtor has included employees on Schedule E to the extent accrued wages may be owing to the employees as of the petition date. While the Debtor has made its best efforts to assign a dollar amount to the accrued wages, the Debtor has not included in the claim amount any "earned time off" which may be owing to the employees due to issues surrounding the allowability of such "earned time off" as a priority claim under 11 U.S.C. § 507(a)(4).

Schedule G

The Debtor has made its best efforts to include all executory contracts and unexpired leases. However, due to the size of the Debtor and the large number of vendors it does business with, the Debtor has been unable to list on Schedule G all vendor/trade contracts. The Debtor is making its best efforts to supplement Schedule G on a going-forward basis.

* END OF GLOBAL NOTES *

**United States Bankruptcy Court
District of Nebraska**

In re Professional Veterinary Products, Ltd.

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

I. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$201,884,401.00	8/1/09-6/30/10: Debtor Business Income
\$243,879,882.00	8/1/08-7/31/09: Debtor Business Income - fiscal year
\$274,853,570.00	8/1/07-7/31/08: Debtor Business Income - fiscal year

2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$230,392.00	8/1/09-6/30/10 - Debtor Interest Income
\$253,900.00	8/1/08-7/31/09 - Debtor Interest Income

3. Payments to creditors

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
See Exhibit 3(B)		\$0.00	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
See Exhibit 3(C)		\$0.00	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
PVP vs. Liberty Express Case No. 49D12-0710-CC-43004	Civil	Marian County Superior Ct., Indiana	Continuing

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

CAPTION OF SUIT AND CASE NUMBER IVESCO Holdings, LLC vs. PVP Case No. 1:09CV52	NATURE OF PROCEEDING Civil	COURT OR AGENCY AND LOCATION U.S. Dist. Ct. D. Iowa	STATUS OR DISPOSITION Settled/ Dismissed
PVP v. Southeast Veterinary Services Case No. Doc. 1104 Page 454	Civil	District Court of Douglas County	Continuing

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION American Cancer Society	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT 10/8/09; 10/19/09	DESCRIPTION AND VALUE OF GIFT \$50; \$1,200
Open Door Mission		11/24/09; 12/1/09	\$1,224; \$2,437.80
York County Food Bank		11/24/10	\$408
Iowa Sports Foundation		4/5/10	\$1,360

8. Losses

None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
Roof damage	Wind damage - \$500 - \$600	Approx. 3/2010
Auto Damages	Total Loss \$11,701 Insurance Coverage: \$8,701	Various Dates

9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Baird Holm 1700 Farman St. Omaha, NE 68102	7/27/10	\$ 69,275.50
McGrath North Mullin & Kratz 1601 Dodge Street First National Tower, Ste. 3700 Omaha, NE 68102	various dates (8/10)	\$259,232 (\$150,000 retainer included)
BGA d/b/a Alliance Management 601 Carlson Parkway, Ste. 110 Minneapolis, MN 55305	Various Dates (4/10 - 8/10)	\$1,040,000 (\$200,000 retainer included)

10. Other transfers

None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Wells Fargo Bank, NA 109 So. Seventh Street, 4th Floor Minneapolis, MN 55479 Lender	1/2010	Grant of security interest in property value: \$16,293,344.14
Micro Beef Technologies, Inc. 720 S. Tyler, Ste. 300 Amarillo, TX 79105 Purchaser	8/2010	Inventory Value: currently unknown
Lextron Animal Health 620 'O' Street Greeley, CO 80632 Purchaser	2010	Inventory Value: approx. \$2,000,000

None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
First National Bank of Omaha 1620 Dodge Street Omaha, NE 68197	Revolving Credit Facility Account #0719 \$29,035,650.23	\$29,035,650.23 (pre-payoff) 1/29/10

12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
Elanco Animal Health P.O. Box 121020 Dallas, TX 75312	8/11/10	\$45,245.35

14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Multimin USA, Inc. 2809 E. Harmony Rd, Ste. 190 Fort Collins, CO 80528	Consigned Inventory \$42,070	Lexington, NE: Truck Inventory PVP - 3640 Sandhurst Dr., York PA PVP - 10077 So. 134th St., Omaha, NE

15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
480 Industrial Rd. Mankato, MN (Lease Location)	Professional Veterinary Products	5/18/09 - 2/17/10
1119 Center Street North Mankato, MN (Lease Location)	Professional Veterinary Products	2/17/10-8/15/10

16. Spouses and Former Spouses

None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
ProConn, LLC	47-0836769	10077 So. 134th Street Omaha, NE 68138	Direct Customer Service	12/00 - Current
Exact Logistics	37-1119387	10077 So. 134th Street Omaha, NE 68138	Logistics Services	12/00 - Current
SERVCO	84-1354934	PO Box 150899 Denver, CO 80215	Logistics Services	6/00 - 6/08
Direct Vet Marketing dbba VFC	27-2669147	110 Exchange Street, 2nd Floor 27-2669147, ME 04101	Logistics Services Direct to Consumer	6/10 - current
VetInsite	52-2243018	1110 Bonifant Street #401 Silver Spring, MD 20910	Veterinary Marketing	6/06 - 12/07

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Leann Becerril
13480 Oak Street
Omaha, NE 68144

DATES SERVICES RENDERED
1/29/01 - current

Norm Carlson
15118 Hillside Ct.
Omaha, NE 68154

7/29/02 - 9/11/09

NAME AND ADDRESS	DATES SERVICES RENDERED
Tara Chicatelli 925 West 6th Street Erie, PA 16507	3/30/09 - 5/10/10
Dawna Hall 7505 So. 42nd Street Omaha, NE 68147	9/13/04 - 9/22/09
Amy Hicks 19505 Laci Street Omaha, NE 68135	10/30/09 - current
Pamela Mittlieder 6151 So. 185th Avenue Omaha, NE 68135	8/16/04 - 9/30/09
Neal Soderquist 16178 Capitol Avenue Omaha, NE 68118	10/16/89 - 4/10/09
Vicky Winkler 6209 So. 143rd St. Omaha, NE 68137	9/17/01 - current
Accountemps PO Box 60000 San Francisco, CA 94160	9/21/09 - 12/14/09

None ☐ b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
BKD	1248 'O' Street, Suite 1040 Lincoln, NE 68508	11/07 - current
Marvin E. Jewell & Co., PC	5831 S. 58th Street, Ste. D Lincoln, NE 68516	8/16/94 - current
Quick & McFarlin PC	1910 So. 72nd Street, Ste. 200 Omaha, NE 68124	3/02 - 12/09

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
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None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
Wells Fargo Bank, NA 109 So. 7th Street, 4th Floor Minneapolis, MN 55402	monthly beginning 2/10
First National Bank of Omaha 1620 Dodge Street Omaha, NE 68197	monthly through 2/10
US Securities and Exchange Commission Washington, DC 20549	Quarterly
Pfizer Animal Health 150 E. 42nd, 41st Floor Office 19 New York, NY 10017	Quarterly

NAME AND ADDRESS

Bayer Corporation
PO Box 121026
Dallas, TX 75312

DATE ISSUED

Quarterly

Boehringer Ingelheim Vetmedica, Inc.
PO Box 5489
Carol Stream, IL 60197

Quarterly

IVESCO, LLC
2886 Paysphere Circle
Chicago, IL 60674

Animal Health International, Inc.
7 Village Circle, Ste. 200
Westlake, TX 76262

7/10

Alliance Management (BGA)
Market Square, Ste. 400
1400 16th St.
Denver, CO 80202

4/10

20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
7/09 (PVP-Remote)	Allen Bourne	\$7,739,576 (average cost)
7/10 (PVP-Remote)	Allen Bourne	\$2,646,499 (average cost)
7/10 (PVP-Omaha)	Mike Beran	\$10,229,554 (average cost)
8/10 (PVP-Omaha)	Mike Beran	\$7,657,064
7/10 (PVP-York)	Tom Brillhart	\$4,016,386 (average cost)
8/10 (PVP-York)	Tom Brillhart	\$3,055,459 (average cost)

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
7/09 (PVP-Remote)	Professional Veterinary Products, Ltd. 10077 So. 134th Street Omaha, NE 68137
7/10 (PVP-Remote)	Professional Veterinary Products, Ltd. 10077 So. 134th Street Omaha, NE 68137
7/10 (PVP-Omaha)	Professional Veterinary Products, Ltd. 10077 So. 134th Street Omaha, NE 68137
8/10 (PVP-Omaha)	Professional Veterinary Products, Ltd. 10077 So. 134th Street Omaha, NE 68137
7/10 (PVP-York)	Professional Veterinary Products, Ltd. 10077 So. 134th Street Omaha, NE 68137
8/10 (PVP-York)	Professional Veterinary Products 10077 So. 134th Street Omaha, NE 68137

21 . Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Stephen Price PO Box 285 Springfield, NE 68059	CEO	
Jamie Meadows 22006 Westwind Dr. Elkhorn, NE 68022	COO	
Dr. Vicky Wilkey PO Box 792 Pierre, SD 57501	Board of Directors	
Dr. Scott Shuey 1902 Quincy Corning, IA 50841	Board of Directors	
Dr. Sam Morris 1751 E. Exchange Street Crete, IL 60417	Board of Directors	
Dr. James Hoffmann 2115 W. Beebe-Capps Expressway Searcy, AR 72143	Board of Directors	
Dr. Charles Luke 2911 Henry Trace Beloit, KS 67420	Board of Directors	
Dr. Don Fogle 3491 SH 108 Box 321 Wauseon, OH 43567	Board of Directors	
Dr. Tom Wakefield 3180 Route 246 Perry, NY 14530	Board of Directors	
Dr. Rhonda Pierce 13663 Lee Hwy Centreville, VA 20121	Board of Directors	
Don Janezic 201 Black Rock Turnpike Fairfield, CT 06825	Director-at-Large	

22 . Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS
Tara Chicatelli
925 W. 6th Street
Erie, PA 16507

TITLE
CFO

DATE OF TERMINATION
5/10/10

23 . Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS
OF RECIPIENT,
RELATIONSHIP TO DEBTOR
See Exhibit 3(C)

DATE AND PURPOSE
OF WITHDRAWAL

AMOUNT OF MONEY
OR DESCRIPTION AND
VALUE OF PROPERTY

24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION
Professional Veterinary Products, Ltd

TAXPAYER IDENTIFICATION NUMBER (EIN)
37-1119387

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date **August 20, 2010**

Signature **/s/ Stephen J. Price**
Stephen J. Price
President and Chief Executive Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

CREDITOR	ADDRESS	CITY	STATE	ZIP CODE	AGGREGATE PAYMENTS
3M PAU0064 (HC)	2807 Paysphere Circle	Chicago	IL	60674	74,977.18
A & L Laboratories Inc	1001 Glenwood Avenue North	Minneapolis	MN	55405	11,442.57
A and G Pharmaceuticals Inc	PO Box 365	Clarksburg	NJ	8510	8,775.00
Abbott Laboratories Animal Health	PO Box 92679	Chicago	IL	60675-2679	131,458.47
Addison Biological Laboratory Inc. 70000	PO Box 451	Fayette	MO	65248	21,542.22
ADP Inc	PO Box 78415	Phoenix	AZ	85062-8415	4,125,126.40
ADT Security Services Inc 105908315	PO Box 371967	Pittsburgh	PA	15250-7967	7,473.76
Advanced Agri Solutions LLC	PO Box 56	Stevens	PA	17578	8,646.93
Advanced Management Solutions LLC	805 Red Iron Rd	Black River Falls	WI	54615	140,980.00
Agri Laboratories Ltd 001200	PO Box 802278	Kansas City	MO	64180-2278	1,520,323.07
Agri Laboratories Ltd - Vets Plus Inc	PO Box 802278	Kansas City	MO	64180-2278	27,832.59
Agri-Pro Enterprises Inc NE5210	PO Box 27	Iowa Falls	IA	50126	47,450.27
Agvet Associates LLC Distribution	3230 Fall Creek Highway	Granbury	TX	76049	6,331.44
Airlite Plastics Company 964007	12047 Collections Center Drive	Chicago	IL	60693	52,762.68
Allflex USA Inc 31397	PO Box 678030	Dallas	TX	75267-8030	123,030.98
Alpharma Inc 110098	PO Box 416536	Boston	MA	02241-6536	98,648.93
American Express	PO BOX 650448	Dallas	TX	75265-0448	16,413.05
American Heritage Life Insurance Co	PO Box 650514	Dallas	TX	75265-0514	10,376.82
American Protein Corporation 755557475	12243 Collection Center Drive	Chicago	IL	60693	19,316.84
Ameritas Life Insurance Corp	PO Box 81889	Lincoln	NE	68501-1889	11,829.71
Amneal Pharmaceuticals	PO Box 822876	Philadelphia	PA	19182-2876	50,646.81
Anchor Packaging	2828 7th Ave N	Birmingham	AL	35203	26,231.50
Anda Inc 280222	Box 930219	Atlanta	GA	31193	6,517.56
Andover Healthcare Inc	9 Fanaras Drive	Salisbury	MA	1952	8,477.67
Ani Med AHC Products Inc	301 West Broadway	Winchester	KY	40391	17,554.78
Animal Nutritional Products	81 Centre Avenue	New Rochelle	NY	10801-7234	10,752.40
Animal Science Products Inc	PO Drawer 631408	Nacogdoches	TX	75963	205,307.92
Arkansas Department of Finance s	PO Box 3861	Little Rock	AR	72203-3861	31,731.00
ARKO Laboratories LTD	1336 Main St	Jewell	IA	50130	34,395.72
ASAP Express Inc	8619 S 137th Circle	Omaha	NE	68138	36,727.41
Baird Holm LLP	1700 Farnam St Ste 1500	Omaha	NE	68102-2068	225,237.20
Baker Communications	PO Box 1046	Newton	IA	50208-1046	11,192.09
BASF Corporation	PO Box 121151	Dallas	TX	75312	88,405.52
Bayer Corporation 6500799	PO Box 121026	Dallas	TX	75312-1026	893,727.54
Bayer Healthcare LLC B	PO Box 121026	Dallas	TX	75312-1026	1,356,943.26
Becton Dickenson & Company 515239501	PO Box 70942	Chicago	IL	60673-0942	29,011.77
Beiswanger/Cash Cust Ryan	1320 Barnes Ave	Alva	OK	73717	6,641.63
BGA Management LLC	601 Carlson Parkway Suite 110	Minneapolis	MN	55305	720,000.00
Bimeda Animal Health Inc 1PROF001	One Tower Lane	Oakbrook Terrace	IL	60181	816,047.66
Bioniche Animal Health USA Inc PVP	PO Box 66512	Chicago	IL	60666-0512	9,090.32
Bioniche Pharma USA	PO Box 232572	Chicago	IL	60689-5325	33,858.00
BKD	1248 O St	Lincoln	NE	68508-1461	52,795.00
Boehringer Ingelheim Vetmedica Inc	PO Box 5849	Carol Stream	IL	60197-5849	8,207,721.15
Brenntag Great Lakes LLC	52200 Eagle Way	Chicago	IL	60678-1522	25,319.75
Browns Medical Imaging 00166201	Attn Jim Ciurej	Omaha	NE	68144	30,288.64
Byland Animal Hospital	529 Wooster Road	Loudonville	OH	44842	21,597.21
Caldwell/Cash Cust Harry	332 Ranger Road	Solgochachia	AR	72156	7,952.88
Care Express Products	317 Cary Point Dr	Cary	IL	60013	10,292.57
Cast Iron Systems Inc	375 Ravendale Drive	Mountain View	CA	94043	15,825.00
Ceva Animal Health Inc	Dept LA 23102	Pasadena	CA	91185-3102	1,082,151.65
Cincinnati Surgical Company	11256 Cornell Park Drive	Cincinnati	OH	45242	13,289.45
Colorado Serum Company 16837OM	4950 York Street	Denver	CO	80216-0428	41,478.00
Conklin Company Inc 21824883	NW 7468	Minneapolis	MN	55485-7468	11,918.73
Consumers Supply Distributing Co 8635	PO Box 1820	North Sioux City	SD	57049	407,130.55
Continental Plastics Corp	540 S Second St	Delavan	WI	53115	26,031.83
Corta-Flx Inc	PO Box 3807	Alken	SC	29802	6,020.92
Covidien	Department 00 10318	Palantine	IL	60055-0318	392,022.75
Cox Business Services	PO Box 2742	Omaha	NE	68103-2742	11,381.67
CP Medical PROF001	PO Box 933266	Atlanta	GA	31193-3266	44,894.00
Crown Packaging Corp	PO Box 17806M	St Louis	MO	63195	42,407.36

CRST Logistics, INC		PO BOX 71573	Chicago	IL	60694-1573	24,008.00
Dalco Enterprises		300 5th Ave NW	New Brighton	MN	55112	7,809.12
Dawe's Laboratories		3355 N Arlington Heights Rd	Arlington Heights	IL	60004	6,633.44
Dechra Veterinary Products LLC		PO Box 28095	Kansas City	MO	64188	105,286.69
Dell Business Credit		Payment Processing Center	Carol Stream	IL	60197-5275	9,250.08
Derma Pet Inc	D681274440	8909 Iverleigh Ct	Potomac	MD	20854	37,982.47
Destron Fearing		NW 7981	Minneapolis	MN	55485-7981	36,730.32
DJ Gel Paks, LLC		PO Box 540532	Omaha	NE	68154	12,960.00
Elanco Animal Health	31948	Dept 1020	Dallas	TX	75312-1020	798,075.92
Equipment Outreach		42075 Remington Ave	Temecula	CA	92590	35,678.67
Estroject		303 South McKay Avenue	Spring Valley	WI	54767	27,886.00
FedEx Freight	102698673	PO BOX 21415	Pasadena	CA	91185-1415	6,352.69
First National Bank	SmartOne	1620 Dodge Street	Omaha	NE	68197-3267	487,194.18
First National Bank of Omaha	VISA	PO Box 2818	Omaha	NE	68103-2818	34,000.72
First Priority Inc		1590 Todd Farm Dr	Elgin	IL	60123-1287	131,471.46
Fogle Dr Donald		3545 County Road 10	Delta	OH	43515	11,583.76
Fort Dodge Laboratories	2601359	PO Box 9199	Des Moines	IA	50306-9199	1,044,190.36
Gap International Inc		700 Old Marple Road	Springfield	PA	19064	22,000.00
Genetco Inc	25487	711 Union Parkway	Ronkonkoma	NY	11779	53,154.28
Georgia Department of Revenue		PO Box 105296	Atlanta	GA	30348-5296	10,919.13
GLC Direct		PO Box 106	Paris	KY	40362	6,345.60
GRAND PLAZA, INC		PO BOX 144	FORT SMITH	AR	72902	27,000.00
Halocarbon Laboratories	00007249	Division of Halocarbon Corp	River Edge	NJ	7661	51,705.00
HCC Life Insurance Company		PO Box 402032	Atlanta	GA	30384	21,198.00
Hills Pet Nutrition		PO Box 842257	Dallas	TX	75284-2257	44,620.93
Hoffmann Dr James Alan		105 Orchard Drive	Searcy	AR	72143	8,640.30
Huvepharma Inc		500 Westpark Drive	Peachtree City	GA	30269	27,000.00
I M V International Corp	PR2585	11725 - 95 Avenue North	Maple Grove	MN	55369	50,115.53
IBM Corporation	731857000	PO Box 676673	Dallas	TX	75267-6673	22,786.41
Idexx Distribution Corporation	123036	Po Box 101327	Atlanta	GA	30392-1327	1,404,617.89
Ikon Financial Services	5104393449834	PO Box 650016	Dallas	TX	75265-0016	8,497.89
Ikon Office Solutions	2227086	PO Box 802815	Chicago	IL	60680-2815	12,297.85
Illinois Department Of Revenue		Retailers Occupation Tax	Springfield	IL	62796	79,271.00
ImmuCell	PVPLTD	56 Evergreen Dr	Portland	ME	4103	16,932.12
Indiana Department of Revenue		100 North Senate Ave	Indianapolis	IN	46204-2253	7,998.48
Innovacyn		3546 N Riverside Ave	Rialto	CA	92377	6,142.11
Inosol Co LLC		1774 Citrus Ln	El Centro	CA	92243	13,178.47
Inovis Inc	13679	PO Box 198145	Atlanta	GA	30384-8145	11,050.39
International Nutrition Inc	P588	Po Box 27540	Omaha	NE	68127-0540	21,860.20
Interstate Printing Company	710	PO Box 3667	Omaha	NE	68103	9,280.00
Intervet/Schering Plough	180045	PO Box 198428	Atlanta	GA	30384-8428	6,584,556.50
Iowa Department of Revenue		PO Box 10462	Des Moines	IA	50306-0462	10,782.00
Iowa Select Farms LLP	MED ROOM	811 South Oak	Iowa Falls	IA	50126	131,979.67
Janezic Don		464 Castle Glenn	Cheshire	CT	6410	12,002.66
Jelexco Systems Inc		210 Regency Parkway, Suite 10	Omaha	NE	68114	278,672.32
Jenks, Eric		7503 Limes Road	Greenfield	OH	45123	8,034.30
Jenks, Katie		7503 Limes Road	Greenfield	OH	45123	9,748.53
John Hancock Variable Life Insurance Co		SilverStone Group	Omaha	NE	68154-8006	38,670.00
Jones-Hamilton Company		30354 Tracy Rd	Cincinnati	OH	43463-8105	10,965.00
Jorgensen Laboratories Inc	15600	1450 N Van Buren Ave	Loveland	CO	80538	377,885.19
K & J Investments LLC		c/o NP Dodge Management Co.	Omaha	NE	68114	18,178.21
K V Vet Supply Co	21134	So Hwy 15 & 92	David City	NE	68632	8,004.05
Kamar Products		4530 Summersong Road	Zionsville	IN	46077	7,652.15
Kansas Department of Revenue		PO Box 12001	Topeka	KS	66612-2001	14,060.23
Karalex Pharma LLC		Lockbox 7376	Philadelphia	PA	19178-7376	64,397.76
Kemlin Agrifoods North America		2220 Paysphere Circle	Chicago	IL	60674	22,593.42
Kentucky Dept of Revenue	S	201 W PROFESSIONAL PARK CT	BOWLING GREEN	KY	42104	38,945.87
Ketchum Manufacturing Inc		1245 California Avenue	Brockville	ON	K6V7N5	24,014.72
Keysource Medical Inc	6043	P O Box 643101	Cincinnati	OH	45264-3101	7,260.24
Kinsley Equities II Limited Partnership		6259 Reynolds Mill Road	Seven Valleys	PA	17360	113,677.86
KMG Bernuth Inc		PO Box 934439	Atlanta	GA	31193-4439	95,135.13
Knust LLC		5070 South 174th Street	Omaha	NE	68135	22,653.75
Kongsilde Industries		2439 S Main St Unit 2	Bloomington	IL	61704	24,860.11
Kristine Blocker		375 Hwy 290	Hot Springs	AR	71913	10,787.57
L & H Manufacturing Co	0015930000	Box 639	Mandan	ND	58554	6,061.42

La-Co Industries Inc	0170450	97650 Eagle Way	Chicago	IL	60678-7650	42,701.02
Laser One		SFS AR Dept Stop 3085	Omaha	NE	68172	6,584.28
Lextron Animal Health-Nebr		PO Box 97	Columbus	NE	68602	8,708.86
Liberty Mutual Insurance Group		PO Box 0569	Carol Stream	IL	60132-0569	61,106.70
Lightyear Network Solutions		PO Box 740050	Cincinnati	OH	45274-0050	13,468.20
Lincoln National Life Insurance Company		PO Box 0821	Carol Stream	IL	60132-0821	37,648.98
LL & J Property, LLC		1205 N Oak Street	Iowa Falls	IA	50126	8,598.00
LLC Wholesale Supply LLC		1829 W Drake Dr.	Tempe	AZ	85283	57,014.32
Lloyd Inc	D04	604 West Thomas Ave	Shenandoah	IA	51601-0130	60,118.14
Lloyd Inc	formerly Vet A Mix	PO Box 130	Shenandoah	IA	51601-0130	108,773.58
Lucta USA Inc		950 Technology Way	Libertyville	IL	60048	7,425.00
Luke Dr Charles W		2907 Hewry Tr	Beloit	KS	67420	8,620.00
Macleod Pharmaceuticals, Inc		2600 Canton Court Suite C	Fort Collins	CO	80525	24,204.32
MAI/Genesis	200950	605 Pro-ject Drive	Elmwood	WI	54740	17,179.24
Marston Land Company		117 Caron Drive	Mankato	MN	56001	30,614.13
Marvin E Jewell & Co PC		5831 S 58 St Suite D	Lincoln	NE	68516	24,235.00
McGrath North Mullin & Kratz PC LLC		1601 Dodge Street	Omaha	NE	68102	160,846.00
McKesson Drug Co		12748 Collections Center Dr	Chicago	IL	60693	409,558.56
McKesson Drug Co-internal use only		12748 Collections Center Drive	Chicago	IL	60693	37,704.03
McKesson Medical Surgical Inc	00374041	1564 NE Expressway Access Rd NE	Atlanta	GA	31193-3027	114,837.93
Medline Industries Inc	1082083	Dept CH 14400	Palatine	IL	60055-4400	25,708.62
MedPharmex Animal Health	10227	PO Box 678667	Dallas	TX	75267-8667	212,293.37
Merial Limited	40300	PO Box 409546	Atlanta	GA	30384-9546	1,931,713.36
Merrick's Inc	1666	Dept CH 7154	Palatine	IL	60055-7154	8,801.55
Met Ed		PO Box 3687	Akron	OH	44309-3687	32,089.25
MGK		8810 Thenth Ave N	Minneapolis	MN	55427	6,590.57
Michigan Department of Treasury		Dept 77003	Detroit	MI	48277-0003	27,604.75
Miller Manufacturing Company	11014	SDS-12-2540	Minneapolis	MN	55486-2540	23,285.37
Miltex	100412	PO Box 405758	Atlanta	GA	30384-5758	6,443.99
Missouri Department Of Revenue		Business Taxes Bureau	Jefferson City	MO	65105-0840	31,622.39
Modern Veterinary Therapeutics		18301 SW 86 Avenue	Miami	FL	33157	8,000.00
Moffett Dr Frank		670 West Leona	Dilley	TX	78017	30,000.00
Morris Dr Sam		1751 E Exchange St	Crete	IL	60417	10,312.40
Muleshoe Vet Supply	PVPLTD	1430 US Hwy 84	Muleshoe	TX	79347	41,924.40
Multimin USA Inc		2809 E Harmony RD	Fort Collins	CO	80528	81,669.00
MVP Laboratories Inc	160650	4805 G Street	Omaha	NE	68117	40,253.87
Nationwide Life Insurance Company		1 W NATIONWIDE BLVD	COLUMBUS	OH	43215	318,999.50
NDC Inc		PO Box 842831	Boston	MA	2284	139,574.28
Nebraska Department Of Revenue	s	Box 94818	Lincoln	NE	68509-4818	113,778.99
Nebraska Machinery Co	5340100	Dept 1784	Denver	CO	80291-1784	7,195.45
Neogen Corporation	PRO014	Neogen Corp Lex	Chicago	IL	60673	491,059.29
New Jersey Sales & Use Tax		PO Box 999	Trenton	NJ	08646-0999	5,892.79
New York Sales Tax Processing		JAF BUILDING	NEW YORK	NY	10116-1208	32,472.88
New York Sales Tax Processing	s	JAF Building	New York	NY	10116-1208	202,477.73
Nipcam		1020 Industrial Dr	Watkinsville	GA	30677	12,005.00
No-Bull Enterprises Llc		Po Box 748	St Francis	KS	67756	20,769.00
Norbrook Labs		Station Works	Newry	NI	BT35 6JP	134,451.76
Norcross Safety Products LLC		7993 Collection Center Drive	Chicago	IL	60693	17,112.05
Novartis Animal Health US Inc	grand	PO Box 402925	Atlanta	GA	30384-2925	1,220,772.11
Novartis Animal Health US Inc	015055	PO Box 402925	Atlanta	GA	30384-2925	820,140.92
Novartis Animal Health US Inc	Sutures	PO Box 402925	Atlanta	GA	30384-2925	507,084.88
Nutra-Blend LLC		PO Box 202619	Dallas	TX	75320	544,503.16
Nutramax Laboratories Inc	604833	2208 Lakeside Blvd	Edgewood	MD	21040	501,693.18
Ohio State Treasurer	S	PO Box 16561	Columbus	OH	43266-0061	62,923.59
Omaha Public Power District	5421400030	PO Box 3995	Omaha	NE	68103-0995	18,890.50
Oster/Jarden Consumer Solution		5544 Paysphere Circle	Chicago	IL	60674	21,545.46
Packaging Credit Company		36596 Treasury Center	Chicago	IL	60694-6500	43,259.99
Pala Tech Laboratories	51000	PO Box 22732	Lincoln	NE	68542	17,703.30
PALS		3735 West 1st Ave	Willmar	MN	56201	10,686.66
Panama Transfer Inc		600 La Salle Ave	Panama	IA	51562	6,373.58
Par Pharmaceutical Inc		PO Box 40000	Hartford	CT	6151	22,584.90
Pennsylvania Dept of Revenue	s	Dept 280406	Harrisburg	PA	17128-0406	17,899.03
Penske Truck Leasing Co LP		PO Box 827380	Philadelphia	PA	19182-7380	56,299.03
Pet King Brands	PROVETPRODUCTS	710 Vandustrial Dr	Westmont	IL	60559	263,701.68
Pet-Ag Co	546000	PO Box 5998	Carol Stream	IL	60197	27,321.29

Pfizer		PO Box 747029	Pittsburgh	PA	15274-7029	24,754,610.33
Pfizer Animal Health		Nancy Northern, Marketing Manager	New York	NY	10017	8,002.50
Pierce Dr Rhonda Lee		6082 Ansley Court	Manassas	VA	20112	11,845.84
Pneu-Dart		15223 Route 87 Highway	Williamsport	PA	17701	61,939.95
Point Communications		6068 N. 146th Street	Omaha	NE	68116	8,400.00
Preserve International		1001 N Stewart Street	Carson City	NV	89701	56,291.39
Prima Tech		PO Box 336	Kenansville	NC	28349	104,432.38
Prince Agri Products Inc		PO Box 502391	St Louis	MO	63150-2391	18,910.03
PRN Pharmacal Inc	24159	PO Box 503831	St. Louis	MO	63150-3831	49,647.85
Pro Med		PO Box 226	Palmyra	MO	63461	74,667.42
Professional Biological Co	168370M	Po Box 16428	Denver	CO	80216-0428	64,208.00
PSI Group Inc		PO Box 809369	Chicago	IL	60680-9369	14,826.69
Q C Supply LLC		574 Road 11	Schuyler	NE	68661	13,763.69
R & L Carriers Inc	PROOMA	PO Box 713153	Columbus	OH	43271-3153	11,114.76
Relco Inc		20620 Corral Rd	Elkhorn	NE	68022	35,000.00
Reproduction Resources		400 S Main St	Walworth	WI	53184	16,310.07
rfXcel Corporation		12657 Alcosta Blvd	San Ramon	CA	94583-4433	32,000.00
Rica Surgical Products Inc	PVP68138	9207 Ivanhoe	Schiller Park	IL	60176	9,871.90
Ridley Feed Ingredients	65334	PO Box 110	Mendota	IL	61342	226,285.74
S and J Tools		35008 Dublin Gulch Road	St Ignatius	MT	59865	7,276.14
S&M NuTec LLC	PVP	39415 Treasury Center	Chicago	IL	60694-9400	75,290.28
Salva O'Renick		1810 Cherry St	Kansas City	MO	64108	43,498.00
Sam's Club Direct Business Account		PO Box 530930	Atlanta	GA	30353-0930	28,315.55
Sarpy County Treasurer		1210 Golden Gate Drive Suite 1127	Papillion	NE	68046-2893	94,065.00
Schilling Supply Company		PO Box 369	La Crosse	WI	54602	11,735.86
SEM Mineral LP		3806 Gardner Expressway	Quincy	IL	62305	60,539.61
Shipment Trackers Inc		47 North Duke Street	York	PA	17401	1,642,178.28
Shuey Dr Scott		1902 Quincy	Cornling	IA	50841	10,826.50
SLI Lighting	283679	75 Remittance Drive Suite 6448	Chicago	IL	60675-6448	25,990.30
South Carolina Department of Revenue		Sales Tax Return	Columbia	SC	29214-0102	8,493.00
Sparhawk Laboratories Inc	15369	12340 Sante Fe Trail Dr	Lenexa	KS	66215	22,231.30
Spectrum Surgical Supply Inc	42PRO	4575 Hudson Drive	Stow	OH	44224-1725	30,913.30
Spee Dee Delivery Service Inc		PO Box 1417	St Cloud	MN	56302-1417	17,126.84
Springer Magrath Company The	PROFE68117	Po Box 148	Mccook	NE	69001	13,976.69
Sprint	925864846	PO Box 219100	Kansas city	MO	64121-9100	19,556.57
Standard Forwarding Co Inc		PO Box 469	Moline	IL	61266	7,905.14
Staples Advantage		PO Box 71217	Chicago	IL	60694-1217	9,449.48
Staples Advantage		PO Box 71217	Chicago	IL	60694-1217	20,739.54
Starbar		PO Box 4336	Saint Louis	MO	63150	46,844.39
Stockmen's Supply		802 West Main Ave	West Fargo	ND	58078	119,824.40
Stone Manufacturing	0003068	PO Box 1980	Independence	MO	64055	18,821.33
Strategic Packaging Corporation		204 St Charles Way	York	PA	17402	24,691.96
Superior Products Mfg Co	928834	Po Box 64177	St Paul	MN	55164-0177	6,228.27
Synbiotics Co		PO Box 843110	Kansas City	MO	64184-3110	10,885.36
Taro Pharmaceuticals USA Inc		75 Remittance Drive Suite 2503	Chicago	IL	60675-2503	9,442.11
Tech Mix Inc	3PROVE	C/O Security Bank & Trust	Glencoe	MN	55336-0115	21,122.10
Temple Tag Inc	PVP002	Po Box 369	Temple	TX	76503	7,328.95
Tennessee Dept Of Revenue	S	Andrew Jackson State Office Bldg	Nashville	TN	37242-0700	24,829.00
Texas Vet Lab Inc	PVP	1702 North Bell St	San Angelo	TX	76903	31,192.80
TIMBAR Packaging & Display		PO Box 933939	Atlanta	GA	31193-3939	16,050.91
TMC Magnetics Inc		16 Chapin Road Unit 902	Pine Brook	NJ	7058	9,797.60
Top Rx Inc	PRO154	PO Box 1844	Memphis	TN	38101-1844	175,871.22
Torpac Inc		Attn Accounts Dept	Fairfield	NJ	7004	7,956.20
Tracy Reeves Trans Motion		1502 Riverview Drive	Decatur	NE	68020	12,469.85
Trilogic Pharma		4 Peachwood Drive	Tallassee	AL	36078	14,288.40
Ulti Med	PROVET	710 4th Street	DE SMET	SD	57231	6,162.56
Union Leasing Inc		PO Box 75850	Chicago	IL	60675-5850	159,869.62
United Healthcare Insurance Co	104589	22561 Network Place	Chicago	IL	60673-1225	463,969.38
Van Meter Industrial Inc		915 32nd Avenue SW	Cedar Rapids	IA	52404	14,348.42
Vedco		5503 Corporate Drive	St Joseph	MO	64507	129,053.74
Verizon Wireless		PO Box 25505	Lehigh Valley	PA	18002-5505	33,332.99
VetBlo Inc	PVP	1702 North Bell Street	San Angelo	TX	76903	9,403.20
Veterinary Lab Supply		315 E Madison	Winterset	IA	50273	24,671.64
Veterinary Products Laboratories	1670610	PO Box 4336	St Louis	MO	63150-4336	87,890.01
Vetoquinol	71764	PO Box 844112	Dallas	TX	75284-4112	206,841.46

Vetri-Science Laboratories	FW0008	20 New England Drive Suite 10	Essex Junction	VT	05452-2896	51,329.63
Vetscene Inc		94 East Crogan St	Lawrenceville	GA	30045	17,276.15
Viapac Packaging & Supply		1901 Hur Industrial Blvd	Cedar Park	TX	78613	38,666.77
Virbac Corp		PO Box 731119	Dallas	TX	75373-1119	226,634.68
Virginia Department of Taxation		PO Box 26626	Richmond	VA	23261-6626	40,173.19
Vitality Systems Inc		630 Brooker Creek Blvd	Oldsmar	FL	34677	14,815.94
Vortech Pharmaceuticals	020137000000	PO Box 189	Dearborn	MI	48121	39,504.31
Wakefield Dr Tom		3180 Rt 246	Perry	NY	14530	11,463.41
Waterbury Companies Inc	354500	PO Box 847372	Boston	MA	02284-7372	17,026.70
Wells Fargo			Minneapolis	MN		74,732,009.11
West-Ward Pharmaceutical Corp		P.O Box 841888	Dallas	TX	75284-1888	61,936.84
Wiemelt Properties Inc		3305 S 36 Street	Quincy	IL	62305	24,489.60
Wilkey Dr Vicky		PO Box 792	Pierre	SD	57501	10,586.88
Wisconsin Department of Revenue		PO Box 930208	Milwaukee	WI	53293-0208	28,494.72
Wockhardt USA Inc		PO Box 9146	Uniondale	NY	11555-9146	7,166.18
Wright Express Financial Services Corp		Fleet Services	Carol Stream	IL	60197	40,398.71
Y-TeX Corporation	66090	PO Box 27764	Salt Lake City	UT	84127	218,798.28
Z Tags North America LP		3800 No Central Ave	Phoenix	AZ	85012	84,795.38

EXHIBIT 3(C)

Name	Date of Pmt	Amount
Chicatelli, Tara P	4/30/2010	\$ 52,609.83
Former CFO	4/16/2010	\$ 8,846.16
	4/2/2010	\$ 8,846.16
	3/19/2010	\$ 77,846.16
	3/5/2010	\$ 8,846.16
	2/19/2010	\$ 8,846.16
	2/5/2010	\$ 8,846.16
	1/22/2010	\$ 8,846.16
	1/8/2010	\$ 8,996.16
	12/24/2009	\$ 9,149.76
	12/11/2009	\$ 7,999.84
	11/27/2009	\$ 7,792.31
	11/13/2009	\$ 53,846.17
	10/30/2009	\$ 7,692.31
	10/16/2009	\$ 7,692.31
	10/2/2009	\$ 7,692.31
	9/18/2009	\$ 7,692.31
	9/4/2009	\$ 7,692.31
	8/21/2009	\$ 7,692.31
Chicatelli, Tara P Total		\$ 317,471.05
Don Janezic	8/16/2010	\$200.00
Board of Directors	8/16/2010	\$200.00
	8/10/2010	\$200.00
	8/10/2010	\$200.00
	8/10/2010	\$200.00
	8/2/2010	\$200.00
	7/26/2010	\$200.00
	7/19/2010	\$200.00
	7/12/2010	\$200.00
	7/12/2010	\$200.00
	6/28/2010	\$200.00
	6/28/2010	\$200.00
	6/21/2010	\$8,000.00
	6/21/2010	\$200.00
	6/14/2010	\$1,202.66
	6/14/2010	\$200.00
	6/7/2010	\$200.00
	6/7/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/12/2010	\$200.00
	3/5/2010	\$200.00
	2/26/2010	\$200.00
	2/5/2010	\$200.00

	2/1/2010	\$5,000.00
	1/22/2010	\$581.30
	1/15/2010	\$6,000.00
	12/21/2009	\$180.00
	12/14/2009	\$180.00
	11/30/2009	\$2,700.00
	11/30/2009	\$180.00
	11/6/2009	\$690.20
	10/30/2009	\$200.00
	10/27/2009	\$180.00
	10/23/2009	\$180.00
	8/28/2009	\$180.00
Don Janezic Total		\$30,654.16
 Dr Charles Luke	6/21/2010	\$8,000.00
<i>Board of Directors</i>	6/14/2010	\$220.00
	6/7/2010	\$200.00
	6/7/2010	\$200.00
	4/26/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/12/2010	\$200.00
	3/5/2010	\$200.00
	1/15/2010	\$6,000.00
	1/15/2010	\$137.50
	12/21/2009	\$180.00
	11/30/2009	\$180.00
	10/23/2009	\$180.00
	8/28/2009	\$180.00
Dr Charles Luke Total		\$16,877.50
 Dr Donald Fogle	8/16/2010	\$200.00
<i>Board of Directors</i>	8/16/2010	\$200.00
	8/10/2010	\$200.00
	8/10/2010	\$200.00
	8/10/2010	\$200.00
	8/2/2010	\$200.00
	7/26/2010	\$200.00
	7/19/2010	\$200.00
	7/12/2010	\$200.00
	7/12/2010	\$200.00
	6/28/2010	\$200.00
	6/28/2010	\$200.00
	6/21/2010	\$8,000.00
	6/21/2010	\$200.00

6/21/2010	\$152.44
6/14/2010	\$631.32
6/14/2010	\$200.00
6/7/2010	\$200.00
6/7/2010	\$200.00
4/26/2010	\$603.00
4/26/2010	\$200.00
4/19/2010	\$200.00
4/19/2010	\$200.00
4/19/2010	\$200.00
3/19/2010	\$200.00
3/19/2010	\$200.00
3/19/2010	\$200.00
3/12/2010	\$200.00
3/5/2010	\$200.00
2/26/2010	\$200.00
2/5/2010	\$200.00
1/15/2010	\$6,000.00
1/15/2010	\$527.69
12/21/2009	\$180.00
12/14/2009	\$180.00
11/30/2009	\$180.00
11/2/2009	\$180.00
10/23/2009	\$180.00
10/16/2009	\$117.70
8/28/2009	\$180.00

Dr Donald Fogle Total

\$22,512.15

Dr James Hoffman
Board of Directors

8/16/2010	\$200.00
8/10/2010	\$200.00
8/2/2010	\$200.00
7/26/2010	\$200.00
7/19/2010	\$200.00
7/12/2010	\$200.00
7/12/2010	\$200.00
6/28/2010	\$200.00
6/21/2010	\$6,000.00
6/21/2010	\$640.30
6/21/2010	\$200.00
6/7/2010	\$200.00
6/7/2010	\$200.00
4/26/2010	\$200.00
4/19/2010	\$200.00
4/19/2010	\$200.00
4/9/2010	\$582.00
3/19/2010	\$200.00
3/19/2010	\$200.00

	2/25/2010	\$200.00
	1/22/2010	\$521.43
	1/15/2010	\$6,000.00
	12/21/2009	\$180.00
	12/14/2009	\$180.00
	11/30/2009	\$180.00
	11/2/2009	\$180.00
	10/23/2009	\$180.00
	8/28/2009	\$180.00
Dr James Hoffman Total		\$18,223.73
 Dr Rhonda Lee Pierce	8/16/2010	\$200.00
<i>Board of Directors</i>	8/16/2010	\$200.00
	8/10/2010	\$200.00
	8/2/2010	\$200.00
	7/26/2010	\$200.00
	7/19/2010	\$200.00
	7/19/2010	\$126.99
	7/12/2010	\$692.00
	7/12/2010	\$200.00
	7/12/2010	\$200.00
	6/28/2010	\$200.00
	6/21/2010	\$8,000.00
	6/21/2010	\$826.85
	6/21/2010	\$200.00
	6/14/2010	\$200.00
	6/7/2010	\$200.00
	6/7/2010	\$200.00
	4/26/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/5/2010	\$200.00
	2/26/2010	\$200.00
	2/5/2010	\$200.00
	1/22/2010	\$589.68
	1/15/2010	\$6,000.00
	12/21/2009	\$180.00
	12/14/2009	\$180.00
	11/30/2009	\$180.00
	11/2/2009	\$180.00
	10/23/2009	\$180.00
	8/28/2009	\$180.00
Dr Rhonda Lee Pierce Total		\$21,715.52

Dr Sam Morris	8/16/2010	\$200.00
Board of Directors	8/16/2010	\$200.00
	8/10/2010	\$200.00
	8/2/2010	\$200.00
	7/26/2010	\$200.00
	7/19/2010	\$200.00
	7/12/2010	\$200.00
	7/12/2010	\$200.00
	6/28/2010	\$312.40
	6/28/2010	\$200.00
	6/21/2010	\$8,000.00
	6/21/2010	\$200.00
	6/7/2010	\$200.00
	6/7/2010	\$200.00
	4/26/2010	\$264.70
	4/26/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/12/2010	\$200.00
	3/5/2010	\$200.00
	1/15/2010	\$6,000.00
	12/21/2009	\$180.00
	12/14/2009	\$180.00
	12/7/2009	\$104.23
	11/30/2009	\$2,700.00
	11/30/2009	\$180.00
	11/2/2009	\$180.00
	10/23/2009	\$180.00
	8/28/2009	\$180.00
Dr Sam Morris Total		\$22,261.33
Dr Scott Shuey	8/16/2010	\$200.00
Board of Directors	8/16/2010	\$200.00
	8/10/2010	\$200.00
	8/10/2010	\$200.00
	8/10/2010	\$200.00
	8/2/2010	\$200.00
	7/26/2010	\$200.00
	7/19/2010	\$2,000.00
	7/19/2010	\$200.00
	7/12/2010	\$200.00
	7/12/2010	\$200.00
	6/28/2010	\$200.00
	6/28/2010	\$200.00
	6/21/2010	\$6,000.00

	6/21/2010	\$200.00
	6/21/2010	\$102.00
	6/14/2010	\$124.50
	6/7/2010	\$200.00
	6/7/2010	\$200.00
	4/26/2010	\$200.00
	4/19/2010	\$200.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/5/2010	\$200.00
	1/15/2010	\$6,000.00
	1/15/2010	\$111.11
	12/21/2009	\$180.00
	11/30/2009	\$2,700.00
	11/20/2009	\$370.07
	8/28/2009	\$180.00
Dr Scott Shuey Total		\$21,767.68

Dr Tom Wakefield	8/16/2010	\$200.00
Board of Directors	8/16/2010	\$200.00
	8/10/2010	\$200.00
	8/10/2010	\$200.00
	8/10/2010	\$200.00
	8/2/2010	\$200.00
	7/26/2010	\$200.00
	7/19/2010	\$200.00
	7/12/2010	\$200.00
	7/12/2010	\$200.00
	6/28/2010	\$663.41
	6/28/2010	\$200.00
	6/28/2010	\$200.00
	6/21/2010	\$8,000.00
	6/21/2010	\$200.00
	6/14/2010	\$200.00
	6/7/2010	\$200.00
	6/7/2010	\$200.00
	4/26/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/5/2010	\$200.00
	2/26/2010	\$200.00
	2/5/2010	\$200.00
	2/1/2010	\$360.53

	1/15/2010	\$6,000.00
	12/21/2009	\$180.00
	11/30/2009	\$2,700.00
	11/30/2009	\$180.00
	11/6/2009	\$234.53
	10/23/2009	\$180.00
	8/28/2009	\$180.00
Dr Tom Wakefield Total		\$23,878.47

Dr Vicky Wilkey	8/16/2010	\$200.00
Board of Directors	8/16/2010	\$200.00
	8/10/2010	\$200.00
	8/2/2010	\$200.00
	7/26/2010	\$200.00
	7/19/2010	\$200.00
	7/12/2010	\$200.00
	7/12/2010	\$200.00
	6/28/2010	\$586.88
	6/28/2010	\$200.00
	6/21/2010	\$8,000.00
	6/21/2010	\$200.00
	6/7/2010	\$200.00
	6/7/2010	\$200.00
	4/26/2010	\$200.00
	4/19/2010	\$200.00
	4/19/2010	\$200.00
	3/24/2010	\$465.00
	3/19/2010	\$200.00
	3/19/2010	\$200.00
	3/12/2010	\$200.00
	3/5/2010	\$200.00
	2/1/2010	\$439.69
	1/15/2010	\$6,000.00
	12/21/2009	\$180.00
	11/19/2009	\$180.00
	10/23/2009	\$180.00
	8/28/2009	\$180.00
Dr Vicky Wilkey Total		\$20,011.57

Meadows, Jamie C	8/6/2010	\$	7,307.70
COO	7/23/2010	\$	7,307.70
	7/9/2010	\$	7,307.70
	6/28/2010		\$24.33
	6/25/2010	\$	7,307.70
	6/11/2010	\$	7,307.70
	5/28/2010	\$	7,307.70
	5/14/2010	\$	7,307.70
	4/30/2010	\$	7,307.70

4/16/2010	\$	7,307.70
4/2/2010	\$	7,307.70
3/19/2010	\$	7,307.70
3/5/2010	\$	7,307.70
2/19/2010	\$	7,370.20
2/17/2010		\$15,154.74
2/5/2010	\$	7,370.20
1/22/2010	\$	7,307.70
1/8/2010	\$	7,370.20
12/24/2009	\$	7,370.20
12/11/2009	\$	6,110.50
11/27/2009	\$	5,370.69
11/23/2009		\$156.20
11/13/2009	\$	5,270.69
10/30/2009	\$	5,208.19
10/16/2009	\$	5,270.69
10/2/2009	\$	5,270.69
9/18/2009	\$	5,270.69
9/4/2009	\$	5,270.69
8/21/2009	\$	5,270.69
Meadows, Jamie C Total	\$	188,129.69

Price, Stephen J
CEO / President

12/28/2010		\$10.47
8/6/2010	\$	15,284.62
7/26/2010		\$84.73
7/26/2010		\$58.59
7/26/2010		\$5.64
7/23/2010	\$	15,284.62
7/9/2010	\$	15,284.62
6/28/2010		\$684.53
6/28/2010		\$60.17
6/25/2010	\$	15,284.62
6/11/2010	\$	15,284.62
6/7/2010		\$1,031.78
6/7/2010		\$561.49
6/7/2010		\$332.53
6/7/2010		\$218.94
6/7/2010		\$196.50
5/28/2010	\$	15,284.62
5/14/2010	\$	15,284.62
4/30/2010	\$	15,284.62
4/16/2010	\$	15,284.62
4/2/2010	\$	15,284.62
3/26/2010		\$36.99
3/19/2010	\$	15,284.62
3/5/2010	\$	15,284.62
3/5/2010		\$247.64
3/5/2010		\$19.37
3/5/2010		\$3.00
2/19/2010	\$	15,284.62
2/5/2010	\$	15,284.62
2/1/2010		\$50.00

EXHIBIT 3(C)

1/22/2010	\$	15,284.62
1/8/2010	\$	15,284.62
12/28/2009		\$184.51
12/28/2009		\$14.99
12/24/2009	\$	15,284.62
12/11/2009	\$	15,284.62
11/27/2009	\$	15,384.62
11/13/2009	\$	15,284.62
11/2/2009		\$23.45
11/2/2009		\$10.88
10/30/2009	\$	15,284.62
10/16/2009	\$	15,284.62
10/2/2009	\$	15,284.62
9/18/2009	\$	15,284.62
9/4/2009	\$	15,284.62
8/21/2009	\$	15,284.62
Price, Stephen J Total	\$	401,336.32
Grand Total	\$	1,104,839.17